

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

RECORDATION NO. 8781-9 Filed 1425

AUG 29 1986 2 20 PM

INTERSTATE COMMERCE COMMISSION

August 28, 1986

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: Partially Restated Equipment Schedule to the 1977 Series 2 Equipment Trust Agreement dated as of July 30, 1986

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

This one is 8781-9
Please record this instrument under the 1977 Series 2 Equipment Trust Agreement dated March 15, 1977, which was filed with the ICC on April 14, 1977 and given Recordation No. 8781.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated March 15, 1977, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosure

No. 6-241 A038
Date AUG 29 1986
Fee \$ 10.00

ICC OFFICE OF
THE SECRETARY
AUG 29 2 27 PM '86
MOTOR OPERATING UNIT

AUG 29 1986 -2 30 PM

INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1977 SERIES 2
EQUIPMENT TRUST AGREEMENT BETWEEN
FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE, AND SSI RAIL CORPORATION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1977 Series 2 Equipment Trust Agreement, dated as of March 15, 1977 ("1977 Series 2 Equipment Trust Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **SSI RAIL CORPORATION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation and to SSI Rail Corporation, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 and given recordation number 8781; and

WHEREAS, Schedule A of the 1977 Series 2 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1977 Series 2 Equipment Trust Agreement); and

WHEREAS, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

WHEREAS, certain of the Trust Equipment has been destroyed; and

WHEREAS, the 1977 Series 2 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (the "ETC Modification Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail Corporation, as successor in interest to SSI Rail Corporation, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

NOW, THEREFORE, pursuant to the covenants and promises contained in the 1977 Series 2 Equipment Trust Agreement, Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1977 Series 2 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1977 Series 2 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1977 Series 2 Equipment Trust Agreement.

(Seal)

Attest:

ITEL RAIL CORPORATION

By: *Robert C. Kiehnle*
Robert C. Kiehnle
Vice President-Finance

Howard L. Chabner
Howard L. Chabner
Assistant Secretary

1977 SERIES 2 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 8781
on April 14, 1977

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
COP 7135		
COP 7137-7139		
COP 7143		
COP 7145-7146		
COP 7148		
COP 7151-7157		
COP 7159-7160		
COP 7167-7168		
COP 7177-7178		
COP 7181		
COP 7183-7184		
COP 7193-7194		
COP 7199-7200		
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MR 2000	341	XM
MR 2003		
MR 2005		
MR 2009		
MR 2013-2014		
MR 2016		
MR 2019		
MR 2022-2027		
MR 2030		
MR 2033-2035		
MR 2038-2039		
MR 2042		
MR 2048-2049		
MR 2053		
MR 2055-2056		
MR 2058		
MR 2062		
MR 2064		
MR 2066		
MR 2069		
MR 2074		
MR 2080		
MR 2083-2088		
MR 2095-2098		
MR 2101		
MR 2103		
MR 2111-2112		
MR 2115-2116		
MR 2124		

1977 SERIES 2 ETC SERIES TRUST
 Filed Under I.C.C. Recordation No. 8781
 on April 14, 1977

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
MR 2128		
MR 2138		
MR 2151		
MR 2153		
MR 2164		
MR 2171-2172		
MR 2180		
MR 2184		
MR 2191		
MR 2198		
MR 2200		
MR 2203-2205		
MR 2209-2210		
MR 2212-2213		
MR 2221		
MR 2223		
MR 2228-2232		
MR 2234-2236		
MR 2240-2244		
MR 2249		
MR 2251-2252		
MR 2254		
MR 2262		
MR 2265		
MR 2269-2272		
MR 2274-2277		
MR 2280		
MR 2284-2285		
MR 2288		
MR 2290		
MR 2292-2293		
MR 2296		
MR 2300-2301		
MR 2304-2305		
MR 2307		
MR 2312-2315		
MR 2317		
MR 2319-2320		
MR 2322		
MR 2324		
MR 2333		
MR 2335		
MR 2337-2338		
MR 2341-2343		

1977 SERIES 2 ETC SERIES TRUST
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on April 14, 1977

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
MR 2347-2348		
MR 2353		
MR 2356-2357		
MR 2361		
MR 2368		
MR 2372		
MR 2374		
MR 2376		
MR 2378		
MR 2388-2389		
MR 2391		
MR 2396		
MR 2397		
MR 7001-7003		
MR 7006		
MR 7009		
MR 7011		
MR 7013-7017		
MR 7025-7039		
MR 7075-7080		
MR 7135-7152		
MR 7226-7275		
MR 11000-11068		
MR 11070-11073		
MR 11075-11083		
MR 11085-11099		
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NTR 7005	70	XM
NTR 7007		
NTR 7009-7010		
NTR 7012		
NTR 7015		
NTR 7017		
NTR 7021-7024		
NTR 7026		
NTR 7028		
NTR 7035-7038		
NTR 7040-7041		
NTR 7046-7047		
NTR 7050		
NTR 7052-7053		
NTR 7058		
NTR 7064-7065		

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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
NTR 7069		
NTR 7072		
NTR 7077-7078		
NTR 7082		
NTR 7088		
NTR 7090-7091		
NTR 7094		
NTR 7098		
NTR 7100		
NTR 7108		
NTR 7110		
NTR 7112		
NTR 7115-7116		
NTR 7119-7120		
NTR 7126		
NTR 7133-7134		
NTR 7136		
NTR 7140-7141		
NTR 7144		
NTR 7147		
NTR 7149		
NTR 7162-7166		
NTR 7169		
NTR 7173		
NTR 7175-7176		
NTR 7180		
NTR 7182		
NTR 7188		
NTR 7190-7192		
NTR 7195		
PHD 1000-1019	23	XP
PHD 1021-1023		
PHD 1024-1044	72	XM
PHD 1046		
PHD 1048-1066		
PHD 1068-1086		
PHD 1088-1099		
SERA 4500-4599	100	XM

1977 SERIES 2 ETC SERIES TRUST
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on April 14, 1977

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
SRN 5451-5499	49	XM
TASD 77001-77066 TASD 77068-77107 TASD 77109-77110	108	XM
Total:	891	

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Josie Villaflores

Notary Public